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RECORDATION NO. 20312-S FILED

OCT 19 '01 2-09 PM

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

lgitomer@bjllp.com

October 19, 2001

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Secretary Williams:

I have enclosed five originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Amended and Restated Assignment and Security Agreement (Chattel Mortgage), a secondary document, dated as of October 19, 2001. The primary document to which this is connected is recorded under Recordation No. 20312. We request that this document be recorded under Recordation No. 20312-S.

The names and addresses of the parties to the Memorandum of Amended and Restated Assignment and Security Agreement (Chattel Mortgage) are:

Debtor:

Southern Capital Corporation, LLC
4 Embarcadero Center
Suite 2200
San Francisco, CA 94111

Secured Party:

The Chase Manhattan Bank
270 Park Avenue
New York, NY 10017

A description of the equipment covered by the Amended and Restated Assignment and Security Agreement (Chattel Mortgage) consists of the Equipment identified in Recordation Nos. 20312, 20312-C, 20312-F, 20312-H, 20312-J, 20312-L, 20312-N, and 20312-P.

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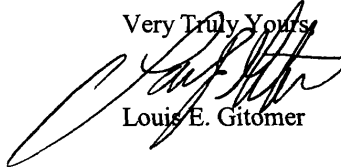
Honorable Vernon A. Williams
October 19, 2001
Page 2

A fee of \$28.00 is enclosed. Please return four originals to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: an Amended and Restated Assignment and Security Agreement (Chattel Mortgage) between Southern Capital Corporation, LLC, 4 Embarcadero Center, Suite 2200, San Francisco, CA 94111, and The Chase Manhattan Bank, 270 Park Avenue, New York, NY 10017 covering the Equipment identified in Recordation Nos. 20312, 20312-C, 20312-F, 20312-H, 20312-J, 20312-L, 20312-N, and 20312-P.

Very Truly Yours

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

**MEMORANDUM OF AMENDED AND RESTATED ASSIGNMENT AND SECURITY
AGREEMENT (CHATTEL MORTGAGE)**

Memorandum of Amended and Restated Assignment and Security Agreement (Chattel Mortgage), dated as of October 19, 2001 between SOUTHERN CAPITAL CORPORATION, LLC, a Colorado limited liability company (the "Grantor"), and THE CHASE MANHATTAN BANK, a New York banking corporation, as Collateral Agent for the Secured Parties (together with its successors and assigns, the "Collateral Agent").

WITNESSETH:

The Grantor, pursuant to that certain Amended and Restated Assignment and Security Agreement (Chattel Mortgage), dated as of October 19, 2001, between the Grantor and the Collateral Agent has transferred, conveyed, warranted, mortgaged, delivered, pledged, assigned and granted to Collateral Agent, its successors and assigns, all of Grantor's rights, title and interest in and to the Collateral (as defined therein), including, without limitation, the RR Equipment and the Rental Collateral, all the Grantor's rights, interests and privileges, now or hereafter existing, in and to the Rental collateral and any and all Proceeds of the foregoing.

This Memorandum of Amended and Restated Assignment and Security Agreement (Chattel Mortgage) amends the: (i) Memorandum of Security Agreement and Assignment of Leases dated as of October 21, 1996, recorded at the Surface Transportation Board (the "STB") on October 18, 1996 under Recordation No. 20312, as amended by Amendment No. 1 thereto dated as of November 11, 1996, recorded at the STB on November 13, 1996 under Recordation No. 20312-C; (ii) Memorandum of Security Agreement and Assignment of Leases dated as of August 27, 1998, recorded at the STB on September 14, 1998 under Recordation No. 20312-F; (iii) Memorandum of Security Agreement and Assignment of Leases dated as of January 1, 1999, recorded at the STB on December 22, 1999 under Recordation No. 20312-J; (vi) Memorandum of Security Agreement and Assignment of Leases dated as of March 1, 1999, recorded at the STB on December 22, 1999 under Recordation No. 20312-L; (v) Memorandum of Security Agreement and Assignment of Leases dated as of April 1, 1999, recorded at the STB on June 6, 2000 under Recordation No. 20312-N; (vi) Memorandum of Security Agreement and Assignment of Leases dated as of April 1, 1999, recorded at the STB on June 6, 2000 under Recordation No. 20312-P; and (vii) Memorandum of Security Agreement and Assignment of Leases dated as of November 30, 1999, recorded at the STB on December 1, 1999 under Recordation No. 20312-H.

As used in this Memorandum of Amended and Restated Assignment and Security Agreement (Chattel Mortgage) the capitalized terms shall have the meaning assigned to such term in the Amended and Restated Assignment and Security Agreement (Chattel Mortgage) dated as of October 19, 2001.

This Memorandum of Amended and Restated Assignment and Security Agreement (Chattel Mortgage) may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Amended and Restated Assignment and Security Agreement (Chattel Mortgage).

RECORDATION NO. 20312-S FILED

OCT 19 '01 2-09 PM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

SOUTHERN CAPITAL CORPORATION, LLC

By its members,

THE KANSAS CITY SOUTHERN
RAILWAY COMPANY,

By: Paul J. Weyandt
Name: Paul J. Weyandt
Title: Vice President & Treasurer

GATX FINANCIAL CORPORATION,
acting through its Capital Division,

By: _____
Name:
Title:

THE CHASE MANHATTAN BANK

By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

SOUTHERN CAPITAL CORPORATION, LLC

By its members,

THE KANSAS CITY SOUTHERN
RAILWAY COMPANY,

By: _____
Name: _____
Title: _____

GATX THIRD AIRCRAFT
CORPORATION

By: *Rick K. Macker*
Name: **RICK K. MACKER**
Title: **VICE PRESIDENT**

THE CHASE MANHATTAN BANK

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

SOUTHERN CAPITAL CORPORATION, LLC

By: _____
Name:
Title:

THE CHASE MANHATTAN BANK

By: Julie S. Long
Name: JULIE S. LONG
Title: VICE PRESIDENT

STATE OF MISSOURI)
) ss.
County of Jackson)

On this 18th day of October, 2001, before me, Barbara L. Blewett the undersigned Notary Public, personally appeared Paul J. Weyandt, personally known to me to be the person who executed the within instrument as Vice President & Treasurer on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Barbara L. Blewett
Notary Public for _____

My Commission expires 10-04-03

STATE OF _____)
) ss.
County of _____)

On this ____ day of October, 2001, before me, _____, the undersigned Notary Public, personally appeared _____ personally known to me to be the person who executed the within instrument as _____ on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

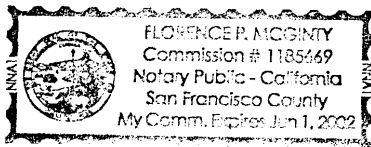
Notary Public for _____

My Commission expires _____

State of California)
)
County of San Francisco)

On October 18, 2001, before me, Florence P. McGinty, Notary Public, personally appeared Rick K. Macker, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



Florence P. McGinty
Florence P. McGinty
Notary Public

STATE OF _____)
) ss.
County of _____)

On this ____ day of October, 2001, before me, _____, the undersigned Notary Public, personally appeared _____ personally known to me to be the person who executed the within instrument as _____ on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Notary Public for _____

My Commission expires _____

STATE OF New York)
) ss.
County of New York)

On this 18 day of October, 2001, before me, VILMA FRANCIS, the undersigned Notary Public, personally appeared Julie S. Long personally known to me to be the person who executed the within instrument as Free Press on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Vilma Francis

Notary Public for _____

My Commission expires _____

VILMA FRANCIS
Notary Public, State of New York
No: 01FR6002228
Qualified in Kings County
Certified in New York County
Commission Expires February 2, 2002